

164625

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

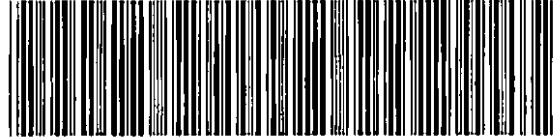
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FL

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2021 AUG 20 PM 3:26

REGISTRATION
TALLAHASSEE, FLORIDA

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 08/20/2021

Acc#I20160000072

Eric SW

Name:	Municipal Code Corporation
Document #:	
Order #:	13841698

Certified Copy of Arts & Amend:	<input type="checkbox"/>			
Plain Copy:	<input type="checkbox"/>			
Certificate of Good Standing:	<input type="checkbox"/>			
Certified Copy of:	<input type="checkbox"/>			
Apostille/Notarial Certification:	<input type="checkbox"/>		Country of Destination:	
			Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input type="checkbox"/>
	Plain: <input checked="" type="checkbox"/>
	COGS: <input type="checkbox"/>

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 35.00

Thank you!

ARTICLES OF CONVERSION
OF
MUNICIPAL CODE CORPORATION
a Florida corporation
INTO
MUNICODE LLC
a Delaware limited liability company

Pursuant to the provisions of Florida Business Corporation Act (the "**Act**"), **MUNICIPAL CODE CORPORATION**, a Florida corporation, hereby files these Articles of Conversion providing as follows:

1. **Converting Entity.** The name of the converting entity is Municipal Code Corporation, a Florida corporation (the "**Converting Entity**").
2. **Resulting Entity.** The name of the resulting entity is Municode LLC, a Delaware limited liability company (the "**Resulting Entity**"). The organization and internal affairs of the Resulting Entity are governed by the laws of the State of Delaware.
3. **Adoption of Plan of Conversion.** The Plan of Conversion for the Converting Entity was approved and adopted by the board of directors and the sole voting shareholder of the Converting Entity by written consent effective as of the date hereof. The Plan of Conversion has been approved in accordance with the applicable provisions of the Act.
4. **Conversion.** The Converting Entity shall be converted into the Resulting Entity by the filing of the (a) Certificate of Conversion (the "**Certificate of Conversion**") and (b) Certificate of Formation (the "**Certificate of Formation**") with the Delaware Secretary of State. A copy of the Certificate of Conversion is attached as Exhibit A and a copy of the Certificate of Formation is attached as Exhibit B.
5. **Effective Time.** The conversion of the Converting Entity into the Resulting Entity in accordance with the Plan of Conversion is to become effective as of August 20, 2021.

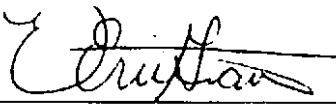
[SIGNATURE PAGE TO FOLLOW]

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TALLAHASSEE, FL

IN WITNESS WHEREOF, these Articles of Conversion have been duly executed as of the date first written above.

CONVERTING ENTITY:

MUNICIPAL CODE CORPORATION, a
Florida corporation

By: 

Name: William E. Grant
Title: President

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TALLAHASSEE, FL

EXHIBIT A

Certificate of Conversion

(see attached)

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TALLAHASSEE, FL

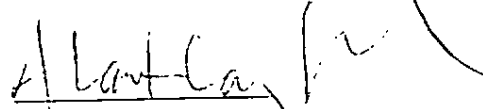
STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A FLORIDA CORPORATION TO A DELAWARE
LIMITED LIABILITY COMPANY PURSUANT
TO SECTION 18-214 OF
THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the corporation was first formed is Florida.
- 2.) The jurisdiction immediately prior to filing this Certificate is Florida.
- 3.) The date the corporation was first formed is March 22, 1951.
- 4.) The name of the corporation immediately prior to filing this Certificate is
Municipal Code Corporation.
- 5.) The name of the limited liability company as set forth in the Certificate of
Formation is Municode LLC.

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TALLAHASSEE, FL

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the
20th day of August, 2021.

By:


Name: A. Lawton Langford
Title: Authorized Person

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TALLAHASSEE, FL

EXHIBIT B

Certificate of Formation

(see attached)

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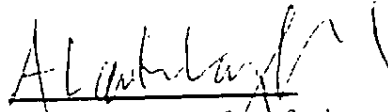
**SECRETARY OF STATE
TALLAHASSEE, FL**

**STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION**

- First:** The name of the limited liability company is Municode LLC.
- Second:** The address of its registered office in the State of Delaware is 251 Little Falls Drive, New Castle County, Wilmington, DE 19808. The name of its registered agent at such address is Corporation Service Company.

In Witness Whereof, the undersigned has executed this Certificate of Formation this 20th day of August, 2021.

By:


Name: A. Lawton Langford
Title: Authorized Person

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TALLAHASSEE, FL